

KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C.
Matthew J. Gold
Robert M. Tuchman
500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
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**SUMMARY COVER SHEET TO THE FOURTH INTERIM FEE APPLICATION OF
KLEINBERG, KAPLAN, WOLFF & COHEN P.C. AS COUNSEL TO THE
STATE OF WASHINGTON FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD JANUARY 1, 2023
THROUGH AND INCLUDING APRIL 30, 2023**

In accordance with the court orders referenced below, Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan” or the “Firm”), counsel to the State of Washington and, at times, to the States of Connecticut, Delaware, Oregon, Rhode Island, Vermont and the District of Columbia, submits this summary (the “Summary”) of fees and expenses sought as actual, reasonable and necessary in the attached fee application (the “Application”) encompassing the time period January 1, 2023 through and including April 30, 2023 (the “Compensation Period”).

Kleinberg Kaplan submits the Application—its fourth interim fee application—in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* dated November 21, 2019 (Dkt. # 529) (the “Interim Compensation Order”) and the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b)*

Authorizing and Approving Settlement Term Sheet dated March 10, 2022 (Dkt. # 4503) (the “Settlement Approval Order”).

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington and the States of Connecticut, Delaware, Oregon, Rhode Island, Vermont and the District of Columbia
Date of Order Approving Debtors’ Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	January 1, 2023 through April 30, 2023
Petition Date:	September 15, 2019
Amount of Compensation sought as actual, reasonable, and necessary:	\$205,652.77
Current Fee Request:	\$205,652.77
Amount of Compensation previously awarded:	\$3,076,367.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$114.53
Amount of Expense Reimbursement previously awarded:	\$89,580.02
Amount of Prior Holdbacks:	\$70,439.15 (compensation period) \$556,965.74 (all time prior to this compensation period)
Total Fees and Expenses Inclusive of Holdback:	\$205,767.30
This is a(n): ___Monthly Application <u>X</u> Interim Application ___Final Application	

SUMMARY OF MONTHLY FEE STATEMENTS IN THE COMPENSATION PERIOD

Monthly Statement	Total Fees	Fees Paid	Total Expenses	Expenses Paid	20% Holdback	Total Balance Remaining to be Paid
1/1/23– 1/31/23	\$48,950.27*	\$39,160.33	\$42.51	\$42.51	\$9,790.05	\$9,790.05
2/1/23 – 2/28/23	\$80,303.00	\$64,242.40	\$0.00	\$0.00	\$16,060.60	\$16,060.60
3/1/23 – 3/31/23	\$39,853.50	\$31,882.80	\$0.22	\$0.22	\$7,970.70	\$7,970.70
4/1/23– 4/30/23	\$36,546.00	\$0.00	\$71.80	\$0.00	\$7,309.20	\$36,617.80
Totals:	\$205,652.77	\$135,328.15	\$114.53	\$42.73	\$41,130.55	\$70,439.15

Summary of Any Objections to Monthly Fee Statements: None.

Compensation and Expenses Sought in This Application Not Yet Paid: \$70,439,15

* This amount reflects a statement credit of \$72.23.

COMPENSATION BY PROFESSIONAL
JANUARY 1, 2023 THROUGH AND INCLUDING APRIL 30, 2023

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,250	136.3	\$170,375.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,280	22.3	\$28,544.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$205	29.3	\$6,006.50
Caroline James	Paralegal Corporate Finance	\$205	3.9	\$799.50
Total			191.8	\$205,725.00

COMPENSATION BY MATTER
JANUARY 1, 2023 THROUGH AND INCLUDING APRIL 30, 2023

MATTER	TOTAL HOURS	TOTAL FEES	CREDIT	NET FEES
001 Purdue Pharma	131.4	\$163,745.50	\$(72.23)	\$163,673.27
004 Injunction Adversary Proceeding	0.9	\$1,020.50		\$1,020.50
005 Fee Applications	59.5	\$40,959.00		\$40,959.00
Total Hours/Fees Incurred:	191.8	\$205,725.00		\$205,652.77

EXPENSE SUMMARY
JANUARY 1, 2023 THROUGH AND INCLUDING APRIL 30, 2023

EXPENSE	AMOUNT
Legal research services	\$72.02
PACER electronic services	\$10.20
Meals	\$32.31
Total Expenses:	\$114.53

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Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
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**FOURTH INTERIM FEE APPLICATION OF
KLEINBERG, KAPLAN, WOLFF & COHEN P.C. AS COUNSEL TO THE
STATE OF WASHINGTON FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD JANUARY 1, 2023
THROUGH AND INCLUDING APRIL 30, 2023**

1. Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan” or the “Firm”), counsel to the State of Washington and, at times, to the States of Connecticut, Delaware, Oregon, Rhode Island, Vermont and the District of Columbia (collectively, the “States”), hereby submits its fourth interim application (the “Application”), pursuant to the Court’s *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* dated March 10, 2022 (Dkt. # 4503) (the “Settlement Approval Order”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* dated November 21, 2019 (Dkt. # 529), requesting interim allowance of compensation for services

rendered to the States for the time period January 1, 2023 through and including April 30, 2023 (the “Compensation Period”) and for reimbursement of expenses reasonably incurred in connection therewith.

2. This application has been prepared in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Interim Compensation Order, the Settlement Approval Order, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases (February 5, 2013) promulgated pursuant to Local Rule 2016-1(a) (the “Local Guidelines”) and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Large Chapter 11 Cases effective as of November 1, 2013 (the “U.S. Trustee Guidelines” and, together with the Local Guidelines, the “Fee Guidelines”). A certification regarding compliance with the Guidelines is annexed hereto.

3. Kleinberg Kaplan has endeavored to include all applicable time and disbursement charges for the Compensation Period. However, to the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Kleinberg Kaplan reserves the right to request additional non-duplicative compensation for such services and reimbursement of such expenses in a future application.

4. Washington has been given the opportunity to review this Application and has approved the compensation and reimbursement of expenses requested herein.

JURISDICTION AND VENUE

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court

for the Southern District of New York dated July 10, 1984. Consideration of this Application is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

6. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

A. The Chapter 11 Cases

7. On September 15, 2019 (the “Petition Date”), Purdue Pharma LP and affiliates (“Purdue”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Purdue continue to operate its businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. The Purdue chapter 11 cases (the “Chapter 11 Cases”) are jointly administered for procedural purposes only. No trustee or examiner has been appointed in the Chapter 11 Cases other than Stephen D. Lerner, the Examiner pursuant to the June 21, 2021 *Order Appointing an Examiner Pursuant to 11 U.S.C. § 1104(c)* [ECF No. 3048], the *Notice of Appointment of Examiner* [ECF No. 3063], and the June 29, 2021 *Order Approving Appointment of Examiner* [ECF No. 3078].

B. Retention of Kleinberg Kaplan

8. In September 2019, Kleinberg Kaplan was retained by the State of Washington to represent it in connection with the Chapter 11 Cases and the injunction adversary proceeding.

9. During the summer of 2021, Kleinberg Kaplan was retained by the State of Oregon and the District of Columbia for representation in connection with their litigation (with Washington) of objections to the confirmation of Purdue’s proposed plan of reorganization.

10. In October 2021, Kleinberg Kaplan was retained by the States of Connecticut, Delaware, Rhode Island, Vermont, and Washington to represent them in connection with their appeals from the Purdue confirmation order (the “Appeal Representation”).

11. Since the District Court’s reversal of the Purdue confirmation order Kleinberg Kaplan has represented only the State of Washington before the Court of Appeals and this Court in connection with the Chapter 11 Cases and the injunction adversary proceeding.

C. Appointment of Fee Examiner

12. On April 8, 2020, the Court entered the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* dated April 8, 2020 (Dkt. # 1023), appointing David M. Klauder, Esq. as fee examiner (the “Fee Examiner”). On May 26, 2020, the Court authorized the retention of Bielli & Klauder, LLC as counsel to the Fee Examiner. See *Order Authorizing the Retention and Employment of Bielli & Klauder, LLC as Counsel to the Fee Examiner, Nunc Pro Tunc to the Appointment Date* dated May 26, 2020 (Dkt. # 1182).

D. The Settlement Approval Order

13. On March 10, 2022, this Court issued its Settlement Approval Order which, among other things, approved Purdue’s agreement, as set forth in a Proposed Settlement Term Sheet submitted by Purdue (Dkt. # 4410, Ex. B) (the “Term Sheet”), to pay or reimburse the States’ reasonable attorneys’ fees and expenses, subject to the terms of the Interim Compensation Order. In the Settlement Approval Order, the Court further directed that the “standard for authorization of payment of the attorneys’ fees and expenses of each of the [States] shall be whether such fees and expenses are (a) reasonable and documented and (b) reimbursable under the Term Sheet.” (Dkt. # 4503, ¶ 4.)

E. Monthly Fee Statements

14. On February 28, 2023, Kleinberg Kaplan filed and served the *Twelfth Monthly Fee Statement of Kleinberg, Kaplan, Wolff & Cohen, P.C. as Counsel to the State of Washington for*

Compensation for Services and Reimbursement of Expenses Incurred for the Period of January 1, 2023 through January 31, 2023 dated February 28, 2023 (Dkt. # 5469) (the “Twelfth Monthly Fee Statement”), pursuant to which Kleinberg Kaplan sought payment of (i) \$39,160.22 (80% of \$48,950.27) as compensation for professional services rendered and (ii) \$42.51 for reimbursement of expenses. Kleinberg Kaplan did not receive any objections to its Twelfth Monthly Fee Statement.

15. On March 30, 2023, Kleinberg Kaplan filed and served the *Thirteenth Monthly Fee Statement of Kleinberg, Kaplan, Wolff & Cohen, P.C. as Counsel to the State of Washington for Compensation for Services and Reimbursement of Expenses Incurred for the Period of February 1, 2023 through February 28, 2023* dated March 30, 2023 (Dkt. # 5514) (the “Thirteenth Monthly Fee Statement”), pursuant to which Kleinberg Kaplan sought payment of (i) \$64,242.40 (80% of \$80,303.00) as compensation for professional services rendered and (ii) \$0 of expenses. Kleinberg Kaplan did not receive any objections to its Thirteenth Monthly Fee Statement.

16. On April 20, 2023, Kleinberg Kaplan filed and served the *Fourteenth Monthly Fee Statement of Kleinberg, Kaplan, Wolff & Cohen, P.C. as Counsel to the State of Washington for Compensation for Services and Reimbursement of Expenses Incurred for the Period of March 1, 2023 through March 31, 2023* dated April 20, 2023 (Dkt. # 5554) (the “Fourteenth Monthly Fee Statement”), pursuant to which Kleinberg Kaplan sought payment of (i) \$31,882.80 (80% of \$39,853.50) as compensation for professional services rendered and (ii) \$0.22 of expenses. Kleinberg Kaplan did not receive any objections to its Fourteenth Monthly Fee Statement.

17. On May 22, 2023, Kleinberg Kaplan filed and served the *Fifteenth Monthly Fee Statement of Kleinberg, Kaplan, Wolff & Cohen, P.C. as Counsel to the State of Washington for Compensation for Services and Reimbursement of Expenses Incurred for the Period of April 1,*

2023 through April 30, 2023 dated May 22, 2023 (Dkt. # 5628) (the “Fifteenth Monthly Fee Statement”), pursuant to which Kleinberg Kaplan sought payment of (i) \$26,836.80 (80% of \$33,546.00) compensation for professional services rendered and (ii) \$71.80 of expenses. Kleinberg Kaplan has not received any objections to its Fifteenth Monthly Fee Statement to date.

18. Due to inadvertence the summary table in the Fifteenth Monthly Fee Statement understated the amounts sought. The corrected amounts are reflected in the amounts sought in this Interim Fee Application.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

19. Through this Application, Kleinberg Kaplan requests allowance of interim compensation for professional services rendered to the State of Washington during the Compensation Period in the amount of \$205,652.77 and expense reimbursements of \$114.53. During the Compensation Period, Kleinberg Kaplan professional and paraprofessionals expended a total of 191.8 hours for which compensation is sought.

20. The fees charged by Kleinberg Kaplan in the Chapter 11 Cases are billed in accordance with Kleinberg Kaplan’s existing billing rates and procedures in effect during the Compensation Period. The rates charged by Kleinberg Kaplan for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are substantially the same rates Kleinberg Kaplan charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. The rates charged by Kleinberg Kaplan are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market. The disclosures required by the U.S. Trustee Guidelines regarding customary and comparable compensation are annexed hereto as **Exhibit A**.

21. Kleinberg Kaplan maintains computerized records of the time spent by all Kleinberg Kaplan professionals and paraprofessionals in connection with its representation of the States in the Chapter 11 cases. A summary of compensation by timekeeper is attached hereto as **Exhibit B**. The itemized time records for Kleinberg Kaplan professionals and paraprofessionals performing services for the State of Washington during the Compensation Period were filed and served with the Monthly Fee Statements in accordance with the Interim Compensation Order and are attached hereto as **Exhibit E**. Throughout the Compensation Period, Kleinberg Kaplan maintained an internal system for recording time by category. A summary of compensation by each such category is attached hereto as **Exhibit C**.

22. Kleinberg Kaplan also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendering of its professional services. A summary of the categories of expenses and amounts for which reimbursement is required through this Application is attached as **Exhibit D**.

**SUMMARY OF SERVICES PERFORMED BY
KLEINBERG KAPLAN DURING THE COMPENSATION PERIOD**

23. The services rendered by Kleinberg Kaplan on behalf of Washington were actual, performed at the request of Washington, and commensurate with the complexity and significance of this matter. The nature of the issues in the Chapter 11 Cases and the appeals and the need to act or respond to such issues on an expedited basis required the expenditure of substantial time by Kleinberg Kaplan professionals and paraprofessionals during the Compensation Period.

24. The following is a summary of the professional services rendered by Kleinberg Kaplan during the Compensation Period. Consistent with its prior applications, and as explained therein, Kleinberg Kaplan did not employ a system for recording time by project category for its representation of Washington during the Compensation Period. Rather, Kleinberg Kaplan

professionals and paraprofessionals contemporaneously recorded their time by matter. These matters included, among others, review of the documentation required as a follow-up to objections to the settlement between the States and the Debtors and the Sacklers and coordination with the States regarding a response thereto. The following summary is organized by category, with a general description of the services performed within each category set forth below.

25. The following summary is not intended to be, and is not, an exhaustive itemization of the Firm's services rendered on behalf of Washington and the other States during the Compensation Period. That granular level of detail is supplied by the Firm's invoices, copies of which were exhibited to the Monthly Fee Applications and are attached here as **Exhibit E**.

A. Purdue Pharma (Matter 001)

<u>Summary of Hours Billed</u>		
Timekeeper	Hours	Fees
Matthew J. Gold	108.8	\$136,000.00
Robert L. Berman	21.5	\$27,520.00
Ellie Taylor	1.1	\$225.50
Total:	131.4	\$163,745.50

26. Time billed to this category corresponds principally to matters that originated in 2022 and continued in 2023, largely as a consequence of the delay in the rendering of a decision by the Second Circuit, that is, (i) services performed by Kleinberg Kaplan professionals and paraprofessionals in connection with negotiations with Purdue contemplated under the settlement with Purdue and the Sacklers and documentation of that settlement, and (ii) coordinating discussions among the States to produce a unified position of the States for discussions with Purdue and the Sacklers.

B. Injunction Adversary Proceeding (Matter 004)

<u>Summary of Hours Billed</u>		
Timekeeper	Hours	Fees
Matthew J. Gold	0.8	\$1,000.00

Ellie Taylor	0.1	\$20.50
Total:	.9	\$1,020.50

27. Time billed to this category corresponds to tasks performed in connection with certain applications to continue the preliminary injunction originally obtained by Purdue in September 2019.

C. Fee Applications (Matter 005)

<u>Summary of Hours Billed</u>		
Timekeeper	Hours	Fees
Matthew J. Gold	26.7	\$33,375.00
Robert L. Berman	0.8	\$1,024.00
Ellie Taylor	28.1	\$5,760.50
Caroline James	3.9	\$799.50
Total:	59.5	\$25,431.50

28. Time billed to this category corresponds to tasks performed in connection with preparing the Monthly Fee Statements and Fee Applications.

ACTUAL AND NECESSARY DISBURSEMENTS

29. Kleinberg Kaplan has disbursed \$114.53 as expenses incurred and recorded in providing professional services during the Compensation Period. None of these expenses exceeds the maximum rate set by the Guidelines. These charges are intended to cover Kleinberg Kaplan's actual and direct costs, which costs are not incorporated into Kleinberg Kaplan's hourly rates.

30. Kleinberg Kaplan respectfully submits that the actual expenses incurred in providing professional services for which reimbursement is sought in this Application were reasonable and justified under the circumstances.

THE REQUESTED COMPENSATION

31. The Settlement Approval Order provides that Kleinberg Kaplan's reasonable and documented fees shall be subject, *mutatis mutandis*, to the procedures with respect to authorization of payment of the fees and expenses of the professionals of Purdue and the Creditors' Committee

set forth in the Interim Compensation Order. Accordingly, while this Application is not made pursuant to or strictly governed by sections 331 and 330 of the Bankruptcy Code, Kleinberg Kaplan has been guided by these Code provisions in making this Application. Under section 330, made applicable to the interim compensation of professionals by Section 331, in “determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.”

11 U.S.C. § 330(a)(3).

32. Kleinberg Kaplan respectfully submits that it has satisfied the requirements of the Settlement Approval Order and section 330 of the Bankruptcy Code as they may be applied to the Application through the Settlement Approval Order. The services for which Kleinberg Kaplan

seeks compensation in this Application were necessary for the adequate representation of Washington and are amply documented in, among other places, Exhibit E. Kleinberg Kaplan's request for compensation is reflecting of a reasonable and appropriate amount of time expended in performing such services commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The compensation sought by Kleinberg Kaplan is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than those under the Bankruptcy Code, and are comparable with other similarly qualified legal advisors appearing in this and other Chapter 11 cases. For all of the foregoing reasons, Kleinberg Kaplan respectfully requests that the Court grant this application.

SUPPLEMENTAL DISCLOSURES REQUIRED BY THE U.S. TRUSTEE GUIDELINES

33. Pursuant to Section C.5 of the U.S. Trustee Guidelines, Kleinberg Kaplan's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Kleinberg Kaplan's hourly rates for bankruptcy services are comparable to the rates charged by the firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. By way of example, Kleinberg Kaplan's blended hourly rates for professionals and paraprofessionals for all sections of the firm as of January 2023 are set forth on the attached **Exhibit A**.

34. The following statements address the information required pursuant to Section C.5 of the U.S. Trustee Guidelines:

- a. During the Application Period, Kleinberg Kaplan did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for service pertaining to this engagement, except as described herein.

- b. Kleinberg Kaplan did not prepare any budgets with respect to the compensation for which allowances sought for this application.
 - c. None of the professionals included in this Fee Application varied their hourly rate based on the geographical location of the bankruptcy case.
 - d. This Application does not include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices, outside of reasonable fees incurred in connection with preparing the Monthly Fee Statements and this Application.
 - e. This Application does not include time and fees incurred for reviewing time records to redact any privileged or other confidential information in connection with preparing the Monthly Fee Statements.
 - f. The rates charged by various professionals during the application period are identified in Exhibit B.
35. Kleinberg Kaplan has not previously applied for payment of fees or reimbursement of any disbursement during these cases, except for the Monthly Fee Statements.
36. Kleinberg Kaplan does not hold a retainer in respect of its services as co-counsel to the States.
37. In accordance with Section 504 of the Bankruptcy Code and Bankruptcy Rule 2016(a), no agreement or understanding exists between Kleinberg Kaplan and any other persons for the sharing of compensation received or to be received for services rendered in or in connection with these cases.
38. No agreement or understanding prohibited by 18 U.S.C. § 155 has been or will be made by Kleinberg Kaplan.

39. Notice of this Application has been provided in accordance with the Interim Compensation Order. Kleinberg Kaplan submits that no other or further notice need be provided.

40. Kleinberg Kaplan reserves all rights and claims. Without limiting the generality of the foregoing, Kleinberg Kaplan reserves its rights to submit future monthly fee applications, interim fee applications, and final fee applications, including, without limitation, fee applications seeking final allowance of all amounts sought to be paid or reimbursed herein and in respect of any amounts held back pursuant to the Interim Compensation Order or otherwise.

WHEREFORE, Kleinberg Kaplan respectfully requests (i) interim allowance of compensation for professional services rendered as counsel for Washington and the States in the amount of \$205,652.77 in fees for the time period January 1, 2023 through and including April 30, 2023, and (ii) and interim allowance of reimbursement of actual and necessary disbursements incurred and recorded by Kleinberg Kaplan in the amount of \$114.53.

Dated: June 14, 2023

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold
Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000
Fax: (212) 986-8866
E-mail: mgold@kkwc.com
rtuchman@kkwc.com

Attorneys for the State of Washington

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Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
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In re:	:	Chapter 11
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PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
-----	x	

**CERTIFICATION UNDER THE FEE GUIDELINES IN RESPECT OF
THE FOURTH INTERIM FEE APPLICATION OF KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C. AS COUNSEL TO THE STATE OF WASHINGTON FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD OF APRIL 1, 2023 THROUGH AND
INCLUDING APRIL 30, 2023**

I, Matthew J. Gold, hereby certify that:

1. I am a partner in the firm Kleinberg Kaplan, counsel for the State of Washington and, at times, in addition, to the States.¹
2. In accordance with the Fee Guidelines, this certification is made with respect to the Application for interim allowance of compensation and reimbursement of expenses incurred during the Compensation Period.
3. In respect of Section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;

¹ Capitalized terms as used herein have the meanings ascribed to them in the accompanying Application.

- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Fee Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Kleinberg Kaplan and generally accepted by the Firm's clients; and
- d. in providing a reimbursable service, Kleinberg Kaplan does not make a profit on that service, whether the service is performed by Kleinberg Kaplan in-house or through a third party.

4. In accordance with section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that Kleinberg Kaplan has complied with those provisions requiring it to provide Purdue and the Committee and the United States Trustee with a statement of Kleinberg Kaplan's fees and disbursements accrued during the previous month, although, due to the timing of the Settlement Approval Order such statements were not provided prior to the entry of the Settlement Approval Order.

5. In respect of section B.3 of the Local Guidelines, consistent with the Interim Compensation Order, I certify that Purdue, the U.S. Trustee and counsel for the Committee are each being provided with a copy of the Application.

/s/ Matthew J. Gold
Matthew J. Gold

EXHIBIT A

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURE

Category of Timekeeper	Blended Hourly Rates	
	Billed Firm-Wide effective January 2023	Billed in this Application
Partner	\$1,099.39	\$1,254.22
Associate	n/a	n/a
Paraprofessional	\$308.13	\$205.00

EXHIBIT B

SUMMARY OF COMPENSATION BY PROFESSIONAL

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,250	136.3	\$170,375.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,280	22.3	\$28,544.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$205	29.3	\$6,006.50
Caroline James	Paralegal Corporate Finance	\$205	3.9	\$799.50
Total Fees Requested			191.8	\$205,725.00

EXHIBIT C

SUMMARY OF FEES BY MATTER

MATTER	TOTAL HOURS	TOTAL FEES	CREDIT	NET FEES
001 Purdue Pharma	131.4	\$163,745.50	\$(72.23)	\$163,673.27
004 Injunction Adversary Proceeding	0.9	\$1,020.50		\$1,020.50
005 Fee Applications	59.5	\$40,959.00		\$40,959.00
Total Hours/Fees Incurred:	191.8	\$205,725.00		\$205,652.77

EXHIBIT D

EXPENSE SUMMARY

EXPENSE	AMOUNT
Legal research services	\$72.02
PACER electronic services	\$10.20
Meals	\$32.31
Total Expenses:	\$114.53

EXHIBIT E

TIME ENTRIES BY EACH PROFESSIONAL BY MATTER

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through January 31, 2023

Currency: USD

Fees 37,354.00

Costs (72.23)

Total Amount Due \$37,281.77

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/03/2023	Matthew J. Gold	Conferring with J. Rupert regarding Intercreditor Agreement	0.20	1,250.00	250.00
01/03/2023	Robert Berman	Reviewing emails related to draft email and intercreditor agreement	0.10	1,280.00	128.00
01/04/2023	Matthew J. Gold	Conferring regarding Intercreditor Agreement; exchanging emails with States' representatives regarding same	0.90	1,250.00	1,125.00
01/04/2023	Robert Berman	Reviewing emails regarding email to Davis Polk and intercreditor agreement	0.40	1,280.00	512.00
01/05/2023	Matthew J. Gold	Reviewing presentation draft of Intercreditor Agreement; preparing email to Davis Polk regarding same	1.40	1,250.00	1,750.00
01/05/2023	Robert Berman	Reviewing email to Davis Polk	0.10	1,280.00	128.00
01/06/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	1.20	1,250.00	1,500.00
01/09/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.40	1,250.00	500.00
01/10/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.80	1,250.00	1,000.00
01/11/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.60	1,250.00	750.00
01/12/2023	Matthew J. Gold	Conferring regarding case status; reviewing J. Rupert email regarding Canadian entities; revising outline	0.50	1,250.00	625.00
01/13/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement and strategy	1.20	1,250.00	1,500.00
01/18/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement and strategy	0.80	1,250.00	1,000.00
01/23/2023	Ellie Taylor	Confirming attorney registration for omnibus hearing on 1/24	0.10	205.00	20.50

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/2023	Matthew J. Gold	Attending omnibus hearing; exchanging emails with I. Goldman regarding same; preparing notes regarding same; exchanging emails with J. Weiner regarding Intercreditor Agreement	3.20	1,250.00	4,000.00
01/24/2023	Ellie Taylor	Completing attorney registration for omnibus hearings; recording hearing registration in internal records	0.30	205.00	61.50
01/24/2023	Robert Berman	Conferring regarding Davis Polk and next steps; reviewing email to Davis Polk and email from J. Weiner and conferring regarding same	1.50	1,280.00	1,920.00
01/25/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding omnibus hearing and Intercreditor Agreement; conferring regarding Intercreditor Agreement; revising outline regarding same	2.40	1,250.00	3,000.00
01/26/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding omnibus hearing and Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.70	1,250.00	3,375.00
01/27/2023	Matthew J. Gold	Conferring with J. Rupert regarding omnibus hearing and Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.80	1,250.00	3,500.00
01/27/2023	Robert Berman	Conferring regarding email from J. Weiner and next steps; reviewing emails to and from I. Goldman about next steps	1.20	1,280.00	1,536.00
01/28/2023	Robert Berman	Reviewing email from O. Lefkon regarding status	0.10	1,280.00	128.00
01/30/2023	Matthew J. Gold	Conferring with I. Goldman regarding email exchange concerning Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.30	1,250.00	2,875.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/30/2023	Robert Berman	Conference call with I. Goldman regarding next steps and email from J. Weiner; preparation; reviewing response to O. Lefkon and conferring same	1.50	1,280.00	1,920.00
01/31/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement	3.40	1,250.00	4,250.00
Total			30.10		\$37,354.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.40	205.00	82.00
Matthew J. Gold	24.80	1,250.00	31,000.00
Robert Berman	4.90	1,280.00	6,272.00
Total	30.10		\$37,354.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
05/30/2022	American Express - Jan 2022 - pd.12/30/21 ck#84603	1.00	(72.23)
Total			(\$72.23)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117538
Matter Number: 7263-0004

Client: State of Washington
Matter: Injunction adversary proceeding

For professional services rendered through January 31, 2023

Currency: USD

Fees 1,020.50

Total Amount Due	\$1,020.50
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Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Injunction adversary proceeding

Invoice Date: February 17, 2023
Invoice Number: 117538
Matter Number: 7263-0004

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/18/2023	Ellie Taylor	Retrieving requested docket entries	0.10	205.00	20.50
01/19/2023	Matthew J. Gold	Reviewing Purdue reply to Canadian objection; revising outline regarding same	0.80	1,250.00	1,000.00
Total			0.90		\$1,020.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.10	205.00	20.50
Matthew J. Gold	0.80	1,250.00	1,000.00
Total	0.90		\$1,020.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through January 31, 2023

Currency: USD

Fees 10,648.00

Costs 42.51

Total Amount Due \$10,690.51

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Fee applications

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/03/2023	Matthew J. Gold	Reviewing draft monthly statement; conferring regarding same; conferring with J. Rupert regarding reimbursement	2.10	1,250.00	2,625.00
01/03/2023	Ellie Taylor	Completing edits on Tenth Monthly Fee Statement	0.50	205.00	102.50
01/04/2023	Matthew J. Gold	Conferring and exchanging emails regarding monthly statement and report for fee examiner	0.80	1,250.00	1,000.00
01/04/2023	Ellie Taylor	Finalizing and filing Tenth Monthly Fee Statement; serving Tenth Monthly Fee Statement; preparing affirmation regarding service of Tenth Monthly Fee Statement; filing affirmation	1.20	205.00	246.00
01/05/2023	Matthew J. Gold	Exchanging emails regarding report for fee examiner	0.80	1,250.00	1,000.00
01/05/2023	Ellie Taylor	Adjusting data from accounting to conform with previous spreadsheet sent to fee examiner; preparing communication with fee examiner and transmitting spreadsheet and Tenth Monthly Fee Statement	0.80	205.00	164.00
01/13/2023	Matthew J. Gold	Reviewing time records for reimbursement	0.60	1,250.00	750.00
01/17/2023	Matthew J. Gold	Conducting further review of time records for reimbursement; conferring regarding same	0.20	1,250.00	250.00
01/18/2023	Ellie Taylor	Reviewing fee examiner request and referring request to accounting department	0.10	205.00	20.50
01/19/2023	Ellie Taylor	Preparing draft email regarding passage of objection deadline	0.20	205.00	41.00
01/19/2023	Matthew J. Gold	Exchanging emails regarding reimbursement; preparing notification email to C. MacDonald regarding same	1.40	1,250.00	1,750.00
01/24/2023	Ellie Taylor	Reviewing accounting materials for response to fee examiner request; circulating materials for fee examiner	0.40	205.00	82.00

Client: State of Washington
Matter: Fee applications

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/30/2023	Matthew J. Gold	Reviewing draft of monthly fee statement; exchanging emails regarding same	0.90	1,250.00	1,125.00
01/30/2023	Ellie Taylor	Drafting Eleventh Monthly Fee Statement	1.00	205.00	205.00
01/31/2023	Matthew J. Gold	Reviewing revised draft of monthly fee statement; exchanging emails regarding same	0.80	1,250.00	1,000.00
01/31/2023	Ellie Taylor	Completing edits and re-compiling Eleventh Monthly Fee Statement (.4); conferring regarding edits (.2); filing and serving Eleventh Monthly Fee Statement (.2); preparing declaration regarding service of Eleventh Monthly Fee Statement (.2); editing and filing the same (.3); conferring regarding preparations for fee examiner (.1)	1.40	205.00	287.00
Total			13.20		\$10,648.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	5.60	205.00	1,148.00
Matthew J. Gold	7.60	1,250.00	9,500.00
Total	13.20		\$10,648.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
01/23/2023	Pacer Service Center - Inv#3974096-Q42022-1/4/23 10/1/22-12/31/22-4th Qtr 2022	1.00	10.20
01/31/2023	American Express - October 2022 - pd.11/14/22 ck#85980	1.00	32.31
Total			\$42.51

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: March 15, 2023
Invoice Number: 118118
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through February 28, 2023

Currency: USD

Fees 59,549.50

Total Amount Due	\$59,549.50
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Please Remit to:	Mail To: <i>Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110</i>	Wire Instructions: <i>Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)</i>
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: March 15, 2023
Invoice Number: 118118
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/01/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement	2.10	1,250.00	2,625.00
02/02/2023	Matthew J. Gold	Preparing draft email regarding Intercreditor Agreement; revising outline regarding same	2.70	1,250.00	3,375.00
02/03/2023	Matthew J. Gold	Revising draft email regarding Intercreditor Agreement; circulating same; revising outline regarding same	2.60	1,250.00	3,250.00
02/03/2023	Robert Berman	Reviewing draft response to Davis Polk	0.40	1,280.00	512.00
02/06/2023	Matthew J. Gold	Exchanging emails regarding draft email regarding Intercreditor Agreement	0.20	1,250.00	250.00
02/06/2023	Robert Berman	Reviewing and commenting on email to J. Weiner regarding open issues; conferring regarding same;	1.00	1,280.00	1,280.00
02/07/2023	Matthew J. Gold	Preparing email to I. Goldman regarding draft email regarding Intercreditor Agreement	0.80	1,250.00	1,000.00
02/07/2023	Robert Berman	Reviewing emails regarding draft email to J. Weiner at Davis Polk; conferring regarding same and next steps	0.60	1,280.00	768.00
02/08/2023	Matthew J. Gold	Exchanging emails with I. Goldman, B. Eskandari and T. Lundgren regarding draft email regarding Intercreditor Agreement; revising outline regarding same	0.80	1,250.00	1,000.00
02/08/2023	Robert Berman	Reviewing emails regarding comments on draft email to Davis Polk; conferring regarding same	0.90	1,280.00	1,152.00
02/10/2023	Matthew J. Gold	Exchanging emails with states regarding draft email regarding Intercreditor Agreement; revising outline regarding same	1.10	1,250.00	1,375.00
02/10/2023	Robert Berman	Reviewing emails regarding next steps and conferring regarding same	1.40	1,280.00	1,792.00
02/13/2023	Matthew J. Gold	Revising draft email regarding Intercreditor Agreement; revising outline regarding same	0.60	1,250.00	750.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: March 15, 2023
Invoice Number: 118118
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/13/2023	Robert Berman	Conferring regarding responses from States to draft email to Davis Polk and next steps	0.50	1,280.00	640.00
02/14/2023	Matthew J. Gold	Exchanging emails with I. Goldman regarding draft email regarding Intercreditor Agreement	0.20	1,250.00	250.00
02/14/2023	Robert Berman	Reviewing material regarding SOAF issues	0.90	1,280.00	1,152.00
02/15/2023	Matthew J. Gold	Conferring with I. Goldman regarding discussions with Purdue; finalizing email to Purdue regarding Intercreditor Agreement; conferring regarding same	0.80	1,250.00	1,000.00
02/15/2023	Robert Berman	Conferring regarding status of sending email to Davis Polk; reviewing emails from Davis Polk and I. Goldman and conferring regarding same	1.20	1,280.00	1,536.00
02/16/2023	Matthew J. Gold	Exchanging emails with I. Goldman regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	4.80	1,250.00	6,000.00
02/17/2023	Matthew J. Gold	Conferring with I. Goldman and J. Rupert regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	5.30	1,250.00	6,625.00
02/17/2023	Robert Berman	Reviewing emails regarding next steps and conferring	1.50	1,280.00	1,920.00
02/18/2023	Robert Berman	Reviewing emails regarding scheduling a meeting of the working group	0.10	1,280.00	128.00
02/21/2023	Matthew J. Gold	Conferring with I. Goldman and J. Rupert regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	4.40	1,250.00	5,500.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: March 15, 2023
Invoice Number: 118118
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/22/2023	Matthew J. Gold	Preparing for conference call; conferring with I. Goldman, T. Lundgren and B. Eskandari regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same; reviewing Supreme Court decision	4.20	1,250.00	5,250.00
02/22/2023	Robert Berman	Conference call with working group regarding response to Davis Polk and next steps; conferring regarding same	1.20	1,280.00	1,536.00
02/23/2023	Matthew J. Gold	Conferring with E. Vonnegut regarding negotiations; conferring with I. Goldman, T. Lundgren and B. Eskandari regarding same; conferring regarding same; revising outline regarding same; exchanging emails with J. Rupert regarding same	3.20	1,250.00	4,000.00
02/23/2023	Robert Berman	working group call regarding Davis Polk and next steps	1.20	1,280.00	1,536.00
02/24/2023	Matthew J. Gold	Conferring with J. Rupert regarding conversation with E. Vonnegut regarding negotiations; revising outline regarding same	1.40	1,250.00	1,750.00
02/24/2023	Robert Berman	Reviewing email from B. Eskandari regarding California concerns	1.20	1,280.00	1,536.00
02/24/2023	Ellie Taylor	Reviewing appeal form and setting up docket tracking	0.30	205.00	61.50
Total			47.60		\$59,549.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.30	205.00	61.50
Matthew J. Gold	35.20	1,250.00	44,000.00
Robert Berman	12.10	1,280.00	15,488.00
Total	47.60		\$59,549.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: March 15, 2023
Invoice Number: 118117
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through February 28, 2023

Currency: USD

Fees 20,753.50

Total Due \$20,753.50

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Fee applications

Invoice Date: March 15, 2023
Invoice Number: 118117
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/02/2023	Matthew J. Gold	Exchanging emails with D. Consola regarding reimbursement	0.20	1,250.00	250.00
02/03/2023	Ellie Taylor	Reviewing and circulating spreadsheet for Eleventh Monthly Fee Statement for fee examiner; updating internal records regarding communication with C. MacDonald	0.60	205.00	123.00
02/06/2023	Ellie Taylor	Preparing Third Interim Fee Statement	1.80	205.00	369.00
02/07/2023	Matthew J. Gold	Conferring and exchanging emails with H. Nguyen regarding payments to Washington; reviewing charts regarding same; exchanging emails regarding interim fee application	2.20	1,250.00	2,750.00
02/07/2023	Ellie Taylor	Updating internal records to reflect all timekeepers' hours and fees for each FS; drafting Interim Fee Statement	5.50	205.00	1,127.50
02/08/2023	Matthew J. Gold	Conferring regarding payments to Washington; reviewing charts regarding same; commencing review of draft interim fee application	3.60	1,250.00	4,500.00
02/08/2023	Ellie Taylor	Conferring regarding fee statement tracker (.5); completing requested edits (1)	1.50	205.00	307.50
02/09/2023	Matthew J. Gold	Continuing review of draft interim fee application; preparing markup of same; conferring regarding same	1.80	1,250.00	2,250.00
02/09/2023	Ellie Taylor	Editing Third Interim Fee Statement	1.50	205.00	307.50
02/10/2023	Ellie Taylor	Completing edits on Third Interim Fee Statement	1.30	205.00	266.50
02/10/2023	Matthew J. Gold	Continuing review of draft interim fee application; revising same; conferring regarding same; preparing email to J. Rupert regarding same	1.30	1,250.00	1,625.00

Client: State of Washington
Matter: Fee applications

Invoice Date: March 15, 2023
Invoice Number: 118117
Matter Number: 7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/13/2023	Matthew J. Gold	Exchanging emails and conferring regarding Interim Fee Application; reviewing J. Rupert email regarding same	0.70	1,250.00	875.00
02/13/2023	Ellie Taylor	Finalizing, filing, and serving Third Interim Fee Application of KKWC	0.50	205.00	102.50
02/15/2023	Matthew J. Gold	Conferring regarding Interim Fee application and hearing schedule	0.30	1,250.00	375.00
02/15/2023	Ellie Taylor	Preparing, editing, and filing certificate regarding service of Third Interim Fee Application	0.50	205.00	102.50
02/16/2023	Matthew J. Gold	Reviewing time records and conferring regarding information for monthly statement	0.80	1,250.00	1,000.00
02/17/2023	Matthew J. Gold	Reviewing information for monthly statement; exchanging emails regarding objection deadline; preparing email to C. MacDonald regarding objection deadline	0.80	1,250.00	1,000.00
02/17/2023	Ellie Taylor	Reviewing objection deadline and drafting email language regarding the same	0.30	205.00	61.50
02/23/2023	Ellie Taylor	Preparing Twelfth Monthly Fee Statement	1.90	205.00	389.50
02/24/2023	Matthew J. Gold	Reviewing draft monthly statement; exchanging emails regarding same	1.60	1,250.00	2,000.00
02/24/2023	Ellie Taylor	Editing monthly fee statement	1.20	205.00	246.00
02/28/2023	Matthew J. Gold	Exchanging emails regarding monthly statement; reviewing filings	0.40	1,250.00	500.00
02/28/2023	Ellie Taylor	Filing and serving Twelfth Monthly Fee Statement (.3); preparing and filing declaration regarding service of the same (.8)	1.10	205.00	225.50
Total			31.40		\$20,753.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	17.70	205.00	3,628.50
Matthew J. Gold	13.70	1,250.00	17,125.00
Total	31.40		\$20,753.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: April 18, 2023
Invoice Number: 118850
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through March 31, 2023

Currency: USD

Fees 33,446.00

Costs 0.22

Total Due This Invoice \$33,446.22

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: April 18, 2023
Invoice Number: 118850
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/01/2023	Ellie Taylor	Retrieving and circulating docket updates	0.10	205.00	20.50
03/06/2023	Matthew J. Gold	Exchanging emails with team regarding SOAF issues; revising outline regarding same; reviewing Purdue funding motion	3.10	1,250.00	3,875.00
03/06/2023	Robert Berman	Reviewing and considering email from B. Eskandari regarding SOAF issues	0.50	1,280.00	640.00
03/07/2023	Matthew J. Gold	Conferring regarding SOAF issues; revising outline regarding same	1.60	1,250.00	2,000.00
03/08/2023	Matthew J. Gold	Conferring regarding SOAF issues and Intercreditor Agreement; revising outline regarding same	2.20	1,250.00	2,750.00
03/09/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding SOAF issues	0.20	1,250.00	250.00
03/09/2023	Robert Berman	Conferring regarding next steps	0.50	1,280.00	640.00
03/10/2023	Matthew J. Gold	Conferring with J. Rupert regarding SOAF issues and Intercreditor Agreement; revising outline regarding same	2.80	1,250.00	3,500.00
03/13/2023	Matthew J. Gold	Revising outline regarding SOAF issues and Intercreditor Agreement	1.20	1,250.00	1,500.00
03/14/2023	Matthew J. Gold	Revising outline regarding SOAF issues and Intercreditor Agreement	1.30	1,250.00	1,625.00
03/15/2023	Matthew J. Gold	Revising outline regarding SOAF issues and Intercreditor Agreement	0.80	1,250.00	1,000.00
03/16/2023	Matthew J. Gold	Revising outline regarding SOAF issues and Intercreditor Agreement	1.30	1,250.00	1,625.00
03/17/2023	Matthew J. Gold	Revising outline regarding SOAF issues and Intercreditor Agreement	1.20	1,250.00	1,500.00
03/20/2023	Matthew J. Gold	Reviewing hearing agenda and adversary proceeding; reviewing research regarding SOAF issues and Intercreditor Agreement	2.20	1,250.00	2,750.00
03/20/2023	Ellie Taylor	Circulating hearing agenda	0.10	205.00	20.50

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: April 18, 2023
Invoice Number: 118850
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/23/2023	Matthew J. Gold	Preparing email to J. Rupert regarding SOAF issues	0.10	1,250.00	125.00
03/24/2023	Matthew J. Gold	Conferring with J. Rupert regarding SOAF issues	0.10	1,250.00	125.00
03/27/2023	Matthew J. Gold	Conferring regarding SOAF issues; preparing draft email regarding same	1.70	1,250.00	2,125.00
03/28/2023	Matthew J. Gold	Reviewing Boy Scouts confirmation challenge decision; preparing outline regarding same	1.30	1,250.00	1,625.00
03/29/2023	Matthew J. Gold	Continuing review of Boy Scouts confirmation appeal decision; revising outline regarding same	1.10	1,250.00	1,375.00
03/30/2023	Matthew J. Gold	Reviewing equitable mootness certiorari petition and stay pending appeals decision; revising outline regarding same	2.20	1,250.00	2,750.00
03/31/2023	Matthew J. Gold	Finalizing email to J. Rupert regarding SOAF issues	1.30	1,250.00	1,625.00
Total			26.90		\$33,446.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.20	205.00	41.00
Matthew J. Gold	25.70	1,250.00	32,125.00
Robert Berman	1.00	1,280.00	1,280.00
Total	26.90		\$33,446.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
03/20/2023	Bloomberg Industry Group, Inc. - Inv# 6888397446-3/6/23 Docket Track -2/1/23-2/28/23	1.00	0.22
Total			\$0.22

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: April 18, 2023
Invoice Number: 118851
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through March 31, 2023

Currency: USD

Fees 6,407.50

Total Due This Invoice \$6,407.50

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Fee applications

Invoice Date: April 18, 2023
Invoice Number: 118851
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/02/2023	Robert Berman	Reviewing email and attachments regarding fee application	0.80	1,280.00	1,024.00
03/15/2023	Ellie Taylor	Preparing email regarding objection deadline for 12th Monthly Fee Statement	0.20	205.00	41.00
03/20/2023	Ellie Taylor	Reviewing Proposed Order from Davis Polk, conferring regarding the same	0.20	205.00	41.00
03/21/2023	Matthew J. Gold	Preparing for hearing; participating in hearing regarding interim fee application	1.20	1,250.00	1,500.00
03/22/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding reimbursement process	0.20	1,250.00	250.00
03/23/2023	Ellie Taylor	Updating fee statement tracker	0.10	205.00	20.50
03/27/2023	Ellie Taylor	Finalizing spreadsheet fee data; transmitting to fee examiner	0.50	205.00	102.50
03/29/2023	Matthew J. Gold	Reviewing draft monthly statement; exchanging emails regarding same	1.20	1,250.00	1,500.00
03/29/2023	Ellie Taylor	Drafting Thirteenth Monthly Fee Statement; responding to comments on the same	1.10	205.00	225.50
03/30/2023	Matthew J. Gold	Reviewing revised draft monthly statement; exchanging emails regarding same	1.10	1,250.00	1,375.00
03/30/2023	Ellie Taylor	Compiling final copy of Thirteenth Monthly Fee Statement for filing; filing and serving the same; preparing a certificate of service for the same	1.60	205.00	328.00
Total			8.20		\$6,407.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	3.70	205.00	758.50
Matthew J. Gold	3.70	1,250.00	4,625.00
Robert Berman	0.80	1,280.00	1,024.00
Total	8.20		\$6,407.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: May 18, 2023
Invoice Number: 119559
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through April 30, 2023

Currency: USD

Fees 33,396.00

Costs 71.80

Total Due This Invoice \$33,467.80

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Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: May 18, 2023
Invoice Number: 119559
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/03/2023	Matthew J. Gold	Revising outline regarding Boy Scouts decision	1.20	1,250.00	1,500.00
04/04/2023	Matthew J. Gold	Reviewing and exchanging emails with J. Rupert regarding Purdue appeal	0.30	1,250.00	375.00
04/05/2023	Matthew J. Gold	Preparing email to J. Rupert regarding Voyager appeal; revising outline regarding same	3.20	1,250.00	4,000.00
04/05/2023	Ellie Taylor	Circulating requested materials; confirming hearing registration	0.20	205.00	41.00
04/07/2023	Matthew J. Gold	Preparing email to J. Rupert regarding Bartenwerfer decision; revising outline regarding same	2.30	1,250.00	2,875.00
04/10/2023	Matthew J. Gold	Revising email to J. Rupert regarding Bartenwerfer decision; revising outline regarding same	1.70	1,250.00	2,125.00
04/11/2023	Matthew J. Gold	Monitoring Second Circuit oral argument in Voyager; preparing email to J. Rupert regarding oral argument and subsequent decision; revising outline regarding same	2.40	1,250.00	3,000.00
04/12/2023	Matthew J. Gold	Conferring regarding potential Second Circuit outcomes; revising outline regarding same	1.30	1,250.00	1,625.00
04/12/2023	Robert Berman	Conferring regarding timing of next steps and alternative paths depending on outcome of appeal	1.00	1,280.00	1,280.00
04/14/2023	Matthew J. Gold	Reviewing notice regarding Judge Drain; exchanging emails with J. Abrams regarding case status; exchanging emails regarding staffing management	0.30	1,250.00	375.00
04/17/2023	Matthew J. Gold	Conferring regarding upcoming matters; revising outline regarding same	0.80	1,250.00	1,000.00
04/18/2023	Matthew J. Gold	Exchanging emails with J. Ruppert regarding discussions with other states	0.20	1,250.00	250.00
04/18/2023	Robert Berman	Checking for updates on status of appeal in the 2nd circuit	0.50	1,280.00	640.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: May 18, 2023
Invoice Number: 119559
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/19/2023	Matthew J. Gold	Preparing outline for discussion with J. Rupert; conferring with J. Rupert regarding concerns of the Nine; reviewing Sears decision	2.40	1,250.00	3,000.00
04/20/2023	Robert Berman	Conferring regarding status	0.40	1,280.00	512.00
04/25/2023	Matthew J. Gold	Monitoring omnibus hearing; preparing email to J. Rupert regarding same; conferring regarding same; reviewing appellant letter to Second Circuit clerk; exchanging emails with I. Goldman regarding same	2.60	1,250.00	3,250.00
04/25/2023	Robert Berman	Reviewing motion regarding sale of assets; conferring regarding motion and various scenarios that could arise depending on outcome of appeal	1.60	1,280.00	2,048.00
04/26/2023	Matthew J. Gold	Reviewing reports on hearing and letter to clerk; preparing email to J. Rupert regarding same; conferring regarding same; exchanging emails with I. Goldman regarding same	1.70	1,250.00	2,125.00
04/28/2023	Matthew J. Gold	Revising email to J. Rupert regarding Supreme Court cases	1.40	1,250.00	1,750.00
04/30/2023	Matthew J. Gold	Revising email to J. Rupert regarding recent Supreme Court bankruptcy decisions	1.30	1,250.00	1,625.00
Total			26.80		\$33,396.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.20	205.00	41.00
Matthew J. Gold	23.10	1,250.00	28,875.00
Robert Berman	3.50	1,280.00	4,480.00
Total	26.80		\$33,396.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
04/01/2023	Bloomberg Law - Inv#120230301 02/01/23-02/28/23 (BNA)	1.00	68.86

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: May 18, 2023
Invoice Number: 119559
Matter Number: 7263-0001

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
04/25/2023	Bloomberg Industry Group, Inc. - Inv# 6888401712- 4/10/23 Docket Track -3/1/23-3/31/23	1.00	2.94
Total			\$71.80

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: May 18, 2023
Invoice Number: 119559
Matter Number: 7263-0001

REMITTANCE COPY

Purdue Pharma

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Total</u>	<u>Payments</u>	<u>Balance Due</u>
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Current Invoice

05/18/2023	119559			<u>\$33,467.80</u>
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Please Remit to:	Mail To: <i>Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110</i>	Wire Instructions: <i>Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)</i>
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Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: May 18, 2023
Invoice Number: 119589
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through April 30, 2023

Currency: USD

Fees 3,150.00

Total Due This Invoice \$3,150.00

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington
Matter: Fee applications

Invoice Date: May 18, 2023
Invoice Number: 119589
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/13/2023	Matthew J. Gold	Reviewing time records for reimbursement request; exchanging emails regarding same	0.40	1,250.00	500.00
04/14/2023	Matthew J. Gold	Exchanging emails regarding lack of objections to fee statement; exchanging emails with C. MacDonald regarding same	0.30	1,250.00	375.00
04/14/2023	Ellie Taylor	Preparing language regarding passage of objection deadline for Thirteenth Monthly Fee Statement; conferring regarding schedule for future Fee Statement filings	0.70	205.00	143.50
04/17/2023	Ellie Taylor	Conferring regarding timing of monthly fee statements	0.10	205.00	20.50
04/18/2023	Ellie Taylor	Conferring regarding preparation of monthly statement	0.10	205.00	20.50
04/19/2023	Matthew J. Gold	Conferring regarding monthly statement	0.20	1,250.00	250.00
04/19/2023	Caroline James	Drafting Fourteenth Monthly Fee Statement	0.40	205.00	82.00
04/20/2023	Matthew J. Gold	Reviewing draft monthly statement; conferring regarding same and e-filing	0.80	1,250.00	1,000.00
04/20/2023	Ellie Taylor	Conferring regarding fee statement questions	0.20	205.00	41.00
04/20/2023	Caroline James	Drafting Fourteenth Monthly Fee Statement	3.00	205.00	615.00
04/21/2023	Caroline James	Drafting Fourteenth Monthly Fee Statement	0.50	205.00	102.50
Total			6.70		\$3,150.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Caroline James	3.90	205.00	799.50
Ellie Taylor	1.10	205.00	225.50
Matthew J. Gold	1.70	1,250.00	2,125.00
Total	6.70		\$3,150.00